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9 Attorneys for WAYMO LLC

10 UNITED STATES DISTRICT COURT

11 NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

12 WAYMO LLC,

13 Plaintiff,

14 vs.

15 UBER TECHNOLOGIES, INC.;  
16 OTTOMOTTO LLC; OTTO TRUCKING  
17 LLC,

18 Defendants.

CASE NO. 3:17-cv-00939-WHA

**DECLARATION OF JEFFREY W.  
NARDINELLI**

1 I, Jeffrey W. Nardinelli, hereby declare as follows.

2 1. I am a member of the bar of the State of California and an associate with Quinn  
3 Emanuel Urquhart & Sullivan, LLP, counsel for Plaintiff Waymo LLC ("Waymo"). I make this  
4 declaration of personal, firsthand knowledge, and if called and sworn as a witness, I could and  
5 would testify competently as follows.

6 2. Attached hereto as Exhibit A is a true and correct copy of a highlighted version of  
7 the February 22, 2016 Uber/Otto term sheet, served by Defendants to Waymo on May 11, 2016.

8 3. Attached hereto as Exhibit B is a true and correct copy of a highlighted version of  
9 the Uber/Otto merger agreement, served by Defendants to Waymo on May 11, 2016.

10 4. Attached hereto as Exhibit C is a true and correct copy of a highlighted version of  
11 exhibits to the Uber/Otto merger agreement, served by Defendants to Waymo on May 11, 2016.

12 I declare under penalty of perjury under the laws of the State of California that the  
13 foregoing is true and correct.

14 DATED: May 30, 2017

15 /s/ Jeffrey W. Nardinelli  
Jeffrey W. Nardinelli

16  
17  
18 **SIGNATURE ATTESTATION**

19 Pursuant to Local Rule 5-1(i)(3), I attest under penalty of perjury that concurrence in the  
20 filing of this document has been obtained from Jeff Nardinelli.

21  
22 /s/ Charles K. Verhoeven  
Charles K. Verhoeven